

PO8000005472

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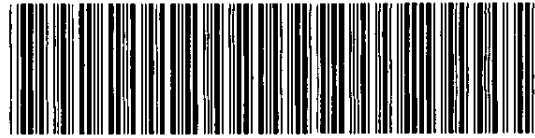
(Business Entity Name)

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14 AUG -8 PM 5:02
SECRETARY
FALL 11/15/14



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: August 8, 2014

TO: Brenda Tadlock, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Matthew Kirchharr, Division of Financial Institutions

SUBJECT: Merger of First Bank of Miami Shares, Inc. and into Apollo Bancshares, Inc. and the Merger of First Bank of Miami into Apollo Bank

Attached are an original and one copy of the merger-related documents to be filed at the designated times on August 8, 2014:

- Articles of Merger (First Bank of Miami Shares, Inc. into Apollo Bancshares, Inc., Inc.)
- Certificate of Merger and Agreement & Plan of Merger (First Bank of Miami into Apollo Bank)

The sequence and timing of the components of the merger transaction are:

1. The merger of First Bank of Miami Shares, Inc. into Apollo Bancshares, Inc. will be effective at 5:02 p.m.
2. The merger of First Bank of Miami into Apollo Bank will be effective at 5:03 p.m.

Please provide one certified copy of each of these documents to my attention at:

Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371

Attached is a \$157.50 check which represents payment of applicable fees. If there is an over-payment or under-payment of fees, or if you have any questions, please call Lowell W. Harrison, Esquire at (512) 583-5900.

Attachments

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
(Profit Corporation)**

**Apollo Bancshares Inc.
and
First Bank of Miami Shares, Inc.**

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TALLAHASSEE FL 32301

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Apollo Bancshares, Inc.	Florida	P08000005472

Second: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
First Bank of Miami Shares, Inc.	Florida	P01000062830

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 5:02 p.m., Eastern Time, on August 8, 2014.

Fifth: Adoption of merger by the surviving corporation: the plan of merger was adopted by the board of directors of the surviving corporation on November 27, 2013 and shareholder approval was not required.

Sixth: Adoption of merger by the merging corporation: the plan of merger was adopted by the board of directors of the merging corporation on December 2, 2013 and shareholder approval was not required.

[Signature Page Follows]

Seventh: Signatures for each corporation:

SURVIVING CORPORATION:

APOLLO BANCSHARES, INC.

By: _____

Eduardo Arriola
Chairman of the Board, President and
Chief Executive Officer

MERGING CORPORATION:

FIRST BANK OF MIAMI SHARES, INC.

By: _____

Paul R. Garcia
President and Chief Executive Officer

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger") is adopted and submitted to the Florida Department of State in compliance with Section 607.1104 of the Florida Business Corporation Act.

1. Apollo Bancshares, Inc. (the "Parent") is a corporation organized under the laws of the State of Florida.

2. First Bank of Miami Shares, Inc. (the "Subsidiary") is a corporation organized under the laws of the State of Florida.

3. The Parent owns all of the issued and outstanding shares of capital stock of the Subsidiary.

4. The Subsidiary shall be merged with and into the Parent, with the Parent surviving the merger (the "Surviving Company"), in accordance with the applicable provisions of the Florida Statutes, including, without limitation, Section 607.1104 of the Florida Business Corporation Act (the "Merger").

5. The Merger shall be effective as of the time and date stated in the Articles of Merger that accompany this Plan of Merger (the "Effective Time").

6. The Merger shall have the effects provided in the applicable provisions of the Florida Business Corporation Act, including, without limitation, Section 607.1106 of the Florida Business Corporation Act.

7. The existing principal office of the Parent located at 1150 South Miami Avenue, Miami, Florida 33130 shall be the principal office of the Surviving Company. The offices and facilities of the Subsidiary immediately preceding the Merger shall become offices and facilities, respectively, of the Surviving Company upon the consummation of the Merger.

8. At the Effective Time, the Articles of Incorporation and Bylaws of the Parent shall continue in effect as the Articles of Incorporation and Bylaws of the Surviving Company until the same shall be amended and changed as provided by law.

9. At the Effective Time, the directors and executive officers of the Parent shall continue as the directors and executive officers, respectively, of the Surviving Company, and each of such persons shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Company or as otherwise provided by law.

10. At the Effective Time, the issued and outstanding shares of capital stock of the Subsidiary, all of which are owned by the Parent, shall, by virtue of this Plan of Merger, by operation of law and without any action on the part of the holder thereof, be deemed cancelled without consideration and all of the shares of capital stock of the Parent that are issued and outstanding at the Effective Time shall remain issued and outstanding as all of the issued and outstanding shares of capital stock of the Surviving Company.

11. The stock transfer books of the Subsidiary shall be closed as of the Effective Time, and no transfer of record of any of the shares of capital stock of the Subsidiary shall take place thereafter.

12. If applicable, shareholders of the Subsidiary, who, except for the applicability of section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of chapter 607 of the Florida Business Corporation Act regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

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